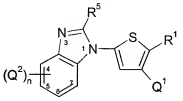
In the Claims:

Please cancel claims 4-6, 8-13, 15-16, 22, 24 and 46. Please amend claims 1, 14, 18, 20, 25, 27, and 43 as follows.

1. (Currently Amended) A compound of formula (I):



I

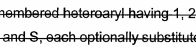
wherein:

R^1 is selected from the group consisting of H, alkyl, alkenyl, alkynyl, $-C(O)R^7$, $-CO_2R^7$, $-C(O)NR^7R^8$, $-C(O)N(R^7)OR^8$, $-C(O)N(R^7)-R^2-OR^8$, $-C(O)N(R^7)$-Ph, $-C(O)N(R^7)-R^2$-Ph, $-C(O)N(R^7)C(O)R^8$, $-C(O)N(R^7)CO_2R^8$, $-C(O)N(R^7)C(O)NR^7R^8$, $-C(O)N(R^7)S(O)_2R^8$, $-R^2-OR^7$, $-R^2-O-C(O)R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(S)N(R^7)$-Ph, $-C(S)N(R^7)-R^2$-Ph, $-R^2-SR^7$, $-C(=NR^7)NR^7R^8$, $-C(=NR^7)N(R^8)$-Ph, $-C(=NR^7)N(R^8)-R^2$-Ph, $-R^2-NR^7R^8$, -CN, $-OR^7$, $-S(O)_iR^7$, $-S(O)_2NR^7R^8$, $-S(O)_2N(R^7)$-Ph, $-S(O)_2N(R^7)-R^2$-Ph, $-NR^7R^8$, $-N(R^7)$-Ph, $-N(R^7)-R^2$-Ph, $-N(R^7)-SO_2R^8$ and tetrazole;

Ph is phenyl optionally substituted from 1 to 3 times with a substituent selected from the group consisting of halo, alkyl, -OH, $-R^2$-OH, -O-alkyl, $-R^2$-O-alkyl, $-NH_2$, -N(H)alkyl, $-N(alkyl)_2$, -CN and $-N_3$;

~~Het is a 5-7 membered heterocycle having 1, 2, 3 or 4 heteroatoms selected from N, O and S, or a 5-6 membered heteroaryl having 1, 2, 3 or 4 heteroatoms selected from N, O and S, each optionally substituted from 1 to 2 times with a substituent selected from the group consisting of halo, alkyl, oxo, -OH, $-R^2$-OH, -O-alkyl, $-R^2$-O-alkyl, $-NH_2$, -N(H)alkyl, $-N(alkyl)_2$, -CN and $-N_3$;~~

Q^1 is a group of formula: ~~$-(R^2)_a-(Y^4)_b-(R^2)_e-R^3$~~



wherein:

c of Q^1 is 0 or 1;

R^2 of Q^1 is alkylene or alkenylene;

Ring A of Q^1 is phenyl or pyridyl;

d of Q^1 is 0;

e of Q^1 is 0 or 1; and

R^6 of Q^1 is selected from H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, -OR^7, -$S(O)_iR^7$, -$S(O)_2NR^7R^8$, -NR^7R^8, -$N(R^7)S(O)_2R^8$, -NO_2 and –CN;

~~a, b and c are the same or different and are each independently 0 or 1 and at least one of a or b is 1;~~

n is 0, 1 or ~~21~~, ~~2~~, ~~3 or 4~~;

Q^2 is a group of formula: $-(R^2)_{aa}-(Y^2)_{bb}-(R^2)_{cc}-R^4$

wherein:

aa is 0;

bb is 0 or 1;

each Y^2 is the same or different and is independently –O- or –$N(R^7)$-, wherein R^7 is H or alkyl;

cc is 0 or 1;

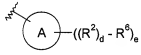
R^2 of Q^2 is alkylene or alkenylene; and

~~aa, bb and cc are the same or different and are each independently 0 or 1;~~

~~each Y^1 and Y^2 is the same or different and is independently selected from the group consisting of –O-, -$S(O)_i$-, -$N(R^z)$-, -C(O)-, -OC(O)-, -CO_2-, -C(O)$N(R^z)$-, -C(O)$N(R^z)S(O)_2$-, -OC(O)$N(R^z)$-, -$OS(O)_2$-, -$S(O)_2N(R^z)$-, -$S(O)_2N(R^z)C(O)$-, -$N(R^z)S(O)_2$-, -$N(R^z)C(O)$-, -$N(R^z)CO_2$- and -$N(R^z)C(O)N(R^z)$-;~~

~~each R^2 is the same or different and is independently selected from the group consisting of alkylene, alkenylene and alkynylene;~~

each ~~R^3 and~~ R^4 is the same or different and is each independently selected from the group consisting of H, halo, alkyl, alkenyl, alkynyl, -$C(O)R^7$, -$C(O)NR^7R^8$, -CO_2R^7, -$C(S)R^7$, -$C(S)NR^7R^8$, -$C(=NR^7)R^8$, -$C(=NR^7)NR^7R^8$, -CR^7=N-OR^7, -OR^7, -$S(O)_iR^7$, -$S(O)_2NR^7R^8$, -NR^7R^8, -$N(R^7)C(O)R^8$, -$N(R^7)S(O)_2R^8$, -NO_2, -CN, $–N_3$ and a group of formula (ii):



ii

wherein:

Ring A of R^4 is selected from the group consisting of C_{5-10}cycloalkyl, C_{5-10}cycloalkenyl, aryl, 5-10 membered heterocycle having 1, 2 or 3 heteroatoms selected from N, O and S and 5-10 membered heteroaryl having 1, 2 or 3 heteroatoms selected from N, O and S

~~each~~ d of R^4 is 0 or 1;

R^2 of R^4 is alkylene or alkenylene;

e is of R^4 0 or 1; and ~~, 1, 2, 3 or 4~~;

R^6 of R^4 is selected from H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, $-OR^7$, $-S(O)_eR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$ and $-CN$;

~~each R^6 is the same or different and is independently selected from the group consisting of H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, Ph, Het, $-CH(OH)-R^2-OH$, $-C(O)R^7$, $-CO_2R^7$, $-CO_2-R^2-Ph$, $-CO_2R^2-Het$, $-C(O)NR^7R^8$, $-C(O)N(R^7)C(O)R^7$, $-C(O)N(R^7)CO_2R^7$, $-C(O)N(R^7)C(O)NR^7R^8$, $-C(O)N(R^7)S(O)_2R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(=NR^7)R^8$, $-C(=NR^7)NR^7R^8$, $-CR^7=N-OR^8$, $=O$, $-OR^7$, $-OC(O)R^7$, $-OC(O)Ph$, $-OC(O)Het$, $-OC(O)NR^7R^8$, $-O-R^2-S(O)_2R^7$, $-S(O)_eR^7$, $-S(O)_2NR^7R^8$, $-S(O)_2Ph$, $-S(O)_2Het$, $-NR^7R^8$, $-N(R^7)C(O)R^8$, $-N(R^7)CO_2R^8$, $-N(R^7)-R^2-CO_2R^8$, $-N(R^7)C(O)NR^7R^8$, $-N(R^7)-R^2-C(O)NR^7R^8$, $-N(R^7)C(O)Ph$, $-N(R^7)C(O)Het$, $-N(R^7)Ph$, $-N(R^7)Het$, $-N(R^7)C(O)NR^7-R^2-NR^7R^8$, $-N(R^7)C(O)N(R^7)Ph$, $-N(R^7)C(O)N(R^7)Het$, $-N(R^7)C(O)N(R^7)-R^2-Het$, $-N(R^7)S(O)_2R^8$, $-N(R^7)-R^2-S(O)_2R^8$, $-NO_2$, $-CN$ and $-N_3$;~~

~~wherein when Q^1 is defined where b is 1 and c is 0, R^3 is not halo, $-C(O)R^7$, $-C(O)NR^7R^8$, $-CO_2R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(=NR^7)R^8$, $-C(=NR^7)NR^7R^8$, $-CR^7=N-OR^7$, $-OR^7$, $-S(O)_eR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)C(O)R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$, $-CN$ or $-N_3$;~~

wherein when Q^2 is defined where bb is 1 and cc is 0, R^4 is not halo, $-C(O)R^7$, $-C(O)NR^7R^8$, $-CO_2R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(=NR^7)R^8$, $-C(=NR^7)NR^7R^8$, $-CR^7=N-OR^7$, $-OR^7$, $-S(O)_eR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)C(O)R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$, $-CN$ or $-N_3$;

R^5 is selected from the group consisting of H, halo, alkyl, cycloalkyl, OR^7, $-S(O)_eR^7$, $-NR^7R^8$, $-NHC(O)R^7$, $-NHC(O)NR^7R^8$ and $-NHS(O)_2R^7$;

f is 0, 1 or 2; and

each R^7 and each R^8 are the same or different and are each independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl;

~~wherein when R^1 is $-CO_2CH_3$ and n is 0, Q^1 is not $-OH$;~~

or a pharmaceutically acceptable salt thereof.

2. (Original) The compound according to claim 1, wherein R^1 is selected from the group consisting of $-C(O)R^7$, $-CO_2R^7$ and $-C(O)NR^7R^8$.

3. (Original) The compound according to claim 1, wherein R^1 is selected from the group consisting of $-CO_2R^7$ and $-C(O)NR^7R^8$.

4-6. (Cancelled)

7. (Previously Presented) The compound according to claim 1, wherein c is 1.

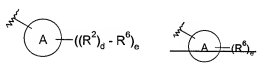
8-13. (Cancelled)

14. (Currently Amended) The compound according to claim 1, wherein ~~R^3 is a group of formula (ii) and each~~ R^6 of Q^1 is ~~the same or different and is independently~~ selected from the group consisting of H, halo, alkyl, ~~alkenyl, alkynyl, cycloalkyl,~~ $-OR^7$, $-S(O)_fR^7$, $-SO_2NR^7R^8$, ~~$-NR^7R^8$, $-N(R^7)S(O)_2R^8$,~~ and $-NO_2$ ~~and $-CN$~~.

15-16. (Cancelled)

17. (Previously Presented) The compound according to claim 1, wherein cc is 1.

18. (Currently Amended) The compound according to claim 1, wherein each R^4 is the same or different and is independently selected from the group consisting of H, halo, alkyl, alkenyl, alkynyl, $-C(O)NR^7R^8$, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)C(O)R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$, $-CN$, $-N_3$ and a group of formula (ii):



19. (Previously Presented) The compound according to claim 1, wherein R^5 is H, halo, alkyl or $-NR^7R^8$.

20. (Currently Amended)

A compound selected from the group consisting of:

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)-benzyl]oxy}thiophene-2-carboxamide;

5-(5-(Methyloxy)-6-{[2-(4-methyl-1-piperazinyl)ethyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

3-[1-(2-Chlorophenyl)ethoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[1-(2-methylphenyl)ethoxy] thiophene-2-carboxamide;

5-(5-Amino-1*H*-benzimidazol-1-yl)-3-[1-(2-chlorophenyl)ethoxy]thiophene-2-carboxamide;

5-{6-[(4-Piperidinylmethyl)oxy]-1*H*-benzimidazol-1-yl}-3-({[2-(trifluoromethyl)phenyl]-methyl}oxy)-2-thiophenecarboxamide;

5-(6-(Methyloxy)-5-{[3-(2-oxo-1-pyrrolidinyl)propyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

5-[6-{[3-(Dimethylamino)propyl]oxy}-5-(methyloxy)-1*H*-benzimidazol-1-yl]-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

5-(5-(Methyloxy)-6-{[2-(4-morpholinyl)ethyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

5-[6-(2-Morpholin-4-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[6-(2-Pyrrolidin-1-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[5-Fluoro-6-(2-morpholin-4-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[6-(Methylsulfonyl)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}-thiophene-2-carboxamide;

3-[(3-Bromopyridin-4-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethoxy)benzyl] oxy} thiophene-2-carboxamide;

3-{[2-(Difluoromethoxy)benzyl]oxy}-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

3-[(2-Chloropyridin-3-yl)methoxy]-5-(5,6-dimethoxy-1H-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-fluoropyridin-3-yl)methoxy]thiophene-2-carboxamide;

3-[(2-Aminopyridin-4-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

~~3-[(6-Chloro-1,3-benzodioxol-5-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;~~

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-nitrobenzyl)oxy]thiophene-2-carboxamide;

3-[(3-Aminobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(6-Bromo-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]-oxy}thiophene-2-carboxamide;

3-[(2,6-Dichlorobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

3-[(2-Bromobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-formylbenzyl)oxy]thiophene-2-carboxamide;

5-(1*H*-Benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-(1*H*-Benzimidazol-1-yl)-3-[(2-nitrobenzyl)oxy]thiophene-2-carboxamide;

5-(6-Methoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

~~2-(Aminocarbonyl)-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thien-3-yl 2-methylbenzenesulfonate~~

and pharmaceutically acceptable salts thereof.

21. (Previously Presented) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier, diluent or excipient.

22. (Cancelled)

23. (Original) The pharmaceutical composition according to claim 21 further comprising a chemotherapeutic agent.

24. (Cancelled)

25. (Currently Amended) A method for treating a susceptible neoplasm in a human ~~an animal~~, said method comprising administering to the human ~~animal~~ a therapeutically effective amount of a compound according to claim 1.

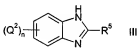
26. (Original) The method according to claim 25, wherein said susceptible neoplasm is selected from the group consisting of breast cancer, colon cancer, lung cancer, prostate cancer, lymphoma, leukemia, endometrial cancer, melanoma, ovarian cancer, pancreatic cancer, squamous carcinoma, carcinoma of the head and neck, and esophageal carcinoma.

27. (Currently Amended) A method for treating a condition characterized by inappropriate cellular proliferation in a human ~~an animal~~, said method comprising administering to the human ~~animal~~ a therapeutically effective amount of a compound according to claim 1.

28. (Previously Presented) A method for inhibiting proliferation of a cell, said method comprising contacting the cell with an amount of a compound according to claim 1 sufficient to inhibit proliferation of the cell.

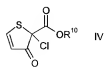
29. (Previously Presented) A method for inhibiting mitosis in a cell, said method comprising administering to the cell an amount of a compound according to claim 1 sufficient to inhibit mitosis in the cell.

30. (Previously Presented) A process for preparing a compound according to claim 1, said process comprising reacting a compound of formula (III):



III

with a compound of formula (IV):



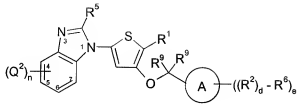
IV

wherein R^{10} is selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl and suitable carboxylic acid protecting groups.

31-42. (Cancelled)

43. (Currently Amended)

A compound of formula (Ib):



Ib

wherein:

R^1 is selected from the group consisting of ~~H, alkyl, alkenyl, alkynyl,~~ $-C(O)R^7$, $-CO_2R^7$, and ~~$-C(O)NR^7R^8$, $-C(O)N(R^7)OR^8$, $-C(O)N(R^7)-R^2-OR^8$, $-C(O)N(R^7)$-Ph, $-C(O)N(R^7)-R^2$-Ph, $-C(O)N(R^7)C(O)R^8$, $-C(O)N(R^7)CO_2R^8$, $-C(O)N(R^7)C(O)NR^7R^8$, $-C(O)N(R^7)S(O)_2R^8$, $-R^2-OR^7$, $-R^2-O-C(O)R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(S)N(R^7)$-Ph, $-C(S)N(R^7)-R^2$-Ph, $-R^2-SR^7$, $-C(=NR^7)NR^7R^8$, $-C(=NR^7)N(R^8)$-Ph, $-C(=NR^7)N(R^8)-R^2$-Ph, $-R^2-NR^7R^8$, $-CN$, $-OR^7$, $-S(O)_jR^7$, $-S(O)_2NR^7R^8$, $-S(O)_2N(R^7)$-Ph, $-S(O)_2N(R^7)-R^2$-Ph, $-NR^7R^8$, $N(R^7)$-Ph, $-N(R^7)-R^2$-Ph, $-N(R^7)-SO_2R^8$ and tetrazole~~;

~~Ph is phenyl optionally substituted from 1 to 3 times with a substituent selected from the group consisting of halo, alkyl, $-OH$, $-R^2-OH$, $-O$-alkyl, $-R^2-O$-alkyl, $-NH_2$, $-N(H)$alkyl, $-N(alkyl)_2$, $-CN$ and $-N_3$;~~

~~Het is a 5-7 membered heterocycle having 1, 2, 3 or 4 heteroatoms selected from N, O and S, or a 5-6 membered heteroaryl having 1, 2, 3 or 4 heteroatoms selected from N, O and S, each optionally substituted from 1 to 2 times with a substituent selected from the group consisting of halo, alkyl, oxo, $-OH$, $-R^2-OH$, $-O$-alkyl, $-R^2-O$-alkyl, $-NH_2$, $-N(H)$alkyl, $-N(alkyl)_2$, $-CN$ and $-N_3$;~~

each R^8 is the same or different and is selected from H, halo and alkyl;

Ring A of formula (Ib) is phenyl or pyridyl;

d of formula (Ib) is 0 or 1;

R^2 of formula (Ib) is C_{1-3}alkylene;

e of formula (Ib) is 0 or 1;

R^6 of formula (Ib) is selected from H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, $-OR^7$, $-S(O)_jR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$ and $-CN$;

n is 0, 1, or ~~2, 3 or 4~~;

Q^2 is a group of formula: $-(R^2)_{aa}-(Y^2)_{bb}-(R^2)_{cc}-R^4$

wherein:

aa is 0;

bb is 0 or 1

each Y^2 is the same or different and is independently –O- or $-N(R^7)$-, wherein R^7 is H or alkyl;

cc is 0 or 1;

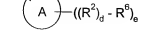
R^2 of $(R^2)_{cc}$ is alkylene or alkenylene; and

~~aa, bb and cc are the same or different and are each independently 0 or 1;~~

~~each Y^2 is the same or different and is independently selected from the group consisting of –O-, -S(O)$_2$-, -N(R^7)-, -C(O)-, -OC(O)-, -CO$_2$-, -C(O)N(R^7)-, -C(O)N(R^7)S(O)$_2$-, -OC(O)N(R^7)-, -OS(O)$_2$-, -S(O)$_2$N(R^7)-, -S(O)$_2$N(R^7)C(O)-, -N(R^7)S(O)$_2$-, -N(R^7)C(O)-, -N(R^7)CO$_2$- and -N(R^7)C(O)N(R^7)-;~~

~~each R^2 is the same or different and is independently selected from the group consisting of alkylene, alkenylene and alkynylene;~~

each R^4 is the same or different and is each independently selected from the group consisting of H, halo, alkyl, alkenyl, alkynyl, -C(O)R^7, -C(O)NR^7R^8, -CO$_2R^7$, -C(S)R^7, -C(S)NR^7R^8, -C(=NR^7)R^8, -C(=NR^7)NR^7R^8, -CR^7=N-OR^7, -OR^7, -S(O)$_1R^7$, -S(O)$_2$NR^7R^8, -NR^7R^8, -N(R^7)C(O)R^8, -N(R^7)S(O)$_2R^8$, -NO$_2$, -CN, $-N_3$ and a group of formula (ii):



ii

wherein:

Ring A of R^4 is selected from the group consisting of $C_{5\text{-}10}$cycloalkyl, $C_{5\text{-}10}$cycloalkenyl, aryl, 5-10 membered heterocycle having 1, 2 or 3 heteroatoms selected from N, O and S and 5-10 membered heteroaryl having 1, 2 or 3 heteroatoms selected from N, O and S

~~each~~ d of R^4 is 0 or 1;

R^2 of R^4 is alkylene or alkenylene;

e of R^4 is 0, or 1~~, 2, 3 or 4~~; and

R^6 of R^4 is selected from H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, -OR^7, -S(O)$_1R^7$, -S(O)$_2$NR^7R^8, -NR^7R^8, -N(R^7)S(O)$_2R^8$, -NO$_2$ and –CN;

~~each R^6 is the same or different and is independently selected from the group consisting of H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl,~~

~~Ph, Het, -CH(OH)-R^9-OH, -C(O)R^7, -CO$_2$R^7, -CO$_2$-R$_9$-Ph, -CO$_2$-R^9-Het, -C(O)NR^{7}R^8, -C(O)N(R^7)C(O)R^7, -C(O)N(R^7)CO$_2$R^7, -C(O)N(R^7)C(O)NR^{7}R^8, -C(O)N(R^7)S(O)$_2$R^7, -C(S)R^7, -C(S)NR^{7}R^8, -C(=NR^7)R^8, -C(=NR^7)NR^{7}R^8, -CR^7=N-OR^8, -O, -OR^7, -OC(O)R^7, -OC(O)Ph, -OC(O)Het, -OC(O)NR^{7}R^8, -O-R^9-S(O)$_2$R^7, -S(O)$_f$R^7, -S(O)$_2$NR^{7}R^8, -S(O)$_2$Ph, -S(O)$_2$Het, -NR^{7}R^8, -N(R^7)C(O)R^8, -N(R^7)CO$_2$R^8, -N(R^7)-R^9-CO$_2$R^8, -N(R^7)C(O)NR^{7}R^8, -N(R^7)-R^9-C(O)NR^{7}R^8, -N(R^7)C(O)Ph, -N(R^7)C(O)Het, -N(R^7)Ph, -N(R^7)Het, -N(R^7)C(O)NR^7-R^9-NR^{7}R^8, -N(R^7)C(O)N(R^7)Ph, -N(R^7)C(O)N(R^7)Het, -N(R^7)C(O)N(R^7)-R^9-Het, -N(R^7)S(O)$_2$R^8, -N(R^7)-R^9-S(O)$_2$R^8, -NO$_2$, -CN and -N$_3$;~~

wherein when Q^2 is defined where bb is 1 and cc is 0, R^4 is not halo, -C(O)R^7, -C(O)NR^{7}R^8, -CO$_2$R^7, -C(S)R^7, -C(S)NR^{7}R^8, -C(=NR^7)R^8, -C(=NR^7)NR^{7}R^8, -CR^7=N-OR^7, -OR^7, -S(O)$_f$R^7, -S(O)$_2$NR^{7}R^8, -NR^{7}R^8, -N(R^7)C(O)R^8, -N(R^7)S(O)$_2$R^8, -NO$_2$, -CN or –N$_3$;

R^5 is selected from the group consisting of H, halo, alkyl, cycloalkyl, OR^7, -S(O)$_f$R^7, –NR^{7}R^8, -NHC(O)R^7, -NHC(O)NR^{7}R^8 and –NHS(O)$_2$R^7;

f is 0, 1 or 2; and

each R^7 and each R^8 are the same or different and are each independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl; and

~~each R^9 is the same or different and is selected from H, halo and alkyl;~~

or a pharmaceutically acceptable salt thereof.

44. (Previously Presented) An R-isomer of a compound according to claim 43.

45-46. (Cancelled)